

UNITED STATES DISTRICT COURT
FOR THE
EASTERN DISTRICT OF WISCONSIN

APPLETON PAPERS INC. and
NCR CORPORATION,

Plaintiffs,

Case No.: 08-CV-00016-WCG

vs.

GEORGE A. WHITING PAPER COMPANY,
P. H. GLATFELTER COMPANY,
MENASHA CORPORATION,
GREEN BAY PACKAGING INC.,
INTERNATIONAL PAPER COMPANY,
LEICHT TRANSFER & STORAGE
COMPANY,
NEENAH FOUNDRY COMPANY,
NEWPAGE WISCONSIN SYSTEM INC.,
THE PROCTER & GAMBLE PAPER
PRODUCTS COMPANY,
WISCONSIN PUBLIC SERVICE CORP.,
CITY OF APPLETON,
CITY OF DE PERE,
CITY OF GREEN BAY,
CITY OF KAUKAUNA,
BROWN COUNTY,
GREEN BAY METROPOLITAN
SEWERAGE DISTRICT,
HEART OF THE VALLEY METROPOLITAN
SEWERAGE DISTRICT,
NEENAH-MENASHA SEWERAGE
COMMISSION,
VILLAGE OF KIMBERLY,
VILLAGE OF WRIGHTSTOWN,
WTM I COMPANY, and
U.S. PAPER MILLS CORPORATION,

Defendants.

ANSWER TO FIFTH AMENDED COMPLAINT

NOW COMES the above-named defendant, Heart of the Valley Metropolitan Sewerage District, by their attorneys, Hinshaw & Culbertson LLP, and as for an answer to the plaintiffs' Fifth Amended Complaint, admits, denies and alleges as follows:

INTRODUCTION

1. Answering paragraph number 1, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

2. Answering paragraph number 2, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

3. Answering paragraph number 3, denies HOVMSD is a party responsible for the Lower Fox River Contamination; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

4. Answering paragraph number 4, denies HOVMSD is in any way liable for cleanup costs and damages that API and NCR have allegedly incurred to date; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

JURISDICTION

5. Answering paragraph number 5, admits the allegations contained in this paragraph.

6. Answering paragraph number 6, admits venue is proper in the Eastern District of Wisconsin pursuant to Section 113(b) of CERCLA, 42 U.S.C. § 9613(b), and 28 U.S.C. §

1391(b); further answering said paragraph, admits the Lower Fox River is located entirely within this district; further answering said paragraph, denies HOVMSD conducted business or operations within this district at all times relevant to the events described in the plaintiffs' Fifth Amended Complaint; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

PARTIES

7. Answering paragraph number 7, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

8. Answering paragraph number 8, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

9. Answering paragraph number 9, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

10. Answering paragraph number 10, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

11. Answering paragraph number 11, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

12. Answering paragraph number 12, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

13. Answering paragraph number 13, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

14. Answering paragraph number 14, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

15. Answering paragraph number 15, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

16. Answering paragraph number 16, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

17. Answering paragraph number 17, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

18. Answering paragraph number 18, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

19. Answering paragraph number 19, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

20. Answering paragraph number 20, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

21. Answering paragraph number 21, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

22. Answering paragraph number 22, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

23. Answering paragraph number 23, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

24. Answering paragraph number 24, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

25. Answering paragraph number 25, admits the allegations contained in this paragraph.

26. Answering paragraph number 26, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

27. Answering paragraph number 27, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

28. Answering paragraph number 28, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

29. Answering paragraph number 29, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

30. Answering paragraph number 30, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

GENERAL ALLEGATIONS

THE LOWER FOX RIVER SITE

31. Answering paragraph number 31, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

DEFENDANTS' RELEASES

32. Answering paragraph number 32, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

33. Answering paragraph number 33, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

34. Answering paragraph number 34, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

35. Answering paragraph number 35, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

36. Answering paragraph number 36, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

37. Answering paragraph number 37, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

38. Answering paragraph number 38, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

39. Answering paragraph number 39, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

40. Answering paragraph number 40, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

41. Answering paragraph number 41, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

42. Answering paragraph number 42, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

43. Answering paragraph number 43, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

44. Answering paragraph number 44, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

45. Answering paragraph number 45, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

46. Answering paragraph number 46, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

47. Answering paragraph number 47, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

48. Answering paragraph number 48, admits HOVMSD owned and operated a municipal wastewater treatment plant in Kaukauna, Wisconsin, at certain times relevant to this

suit; further answering said paragraph, denies all remaining allegations contained in said paragraph.

49. Answering paragraph number 49, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

50. Answering paragraph number 50, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

51. Answering paragraph number 51, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

52. Answering paragraph number 52, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

53. Answering paragraph number 53, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

**CLEANUP WORK AND NATURAL RESOURCES DAMAGES
AT THE LOWER FOX RIVER SITE**

54. Answering paragraph number 54, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

55. Answering paragraph number 55, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

56. Answering paragraph number 56, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

57. Answering paragraph number 57, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

58. Answering paragraph number 58, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

59. Answering paragraph number 59, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

60. Answering paragraph number 60, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

61. Answering paragraph number 61, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

62. Answering paragraph number 62, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

63. Answering paragraph number 63, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

64. Answering paragraph number 64, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

65. Answering paragraph number 65, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

66. Answering paragraph number 66, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

COUNT I – CLAIM UNDER CERCLA § 107

67. Answering paragraph number 67, HOVMSD repeats, realleges and incorporates herein by reference its answers to paragraphs 1-66 above, as if fully set forth herein.

68. Answering paragraph number 68, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

69. Answering paragraph number 69, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

70. Answering paragraph number 70, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

71. Answering paragraph number 71, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

72. Answering paragraph number 72, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

73. Answering paragraph number 73, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

74. Answering paragraph number 74, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

75. Answering paragraph number 75, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

76. Answering paragraph number 76, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

77. Answering paragraph number 77, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

78. Answering paragraph number 78, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

79. Answering paragraph number 79, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

80. Answering paragraph number 80, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

81. Answering paragraph number 81, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

82. Answering paragraph number 82, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

83. Answering paragraph number 83, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

84. Answering paragraph number 84, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

85. Answering paragraph number 85, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

86. Answering paragraph number 86, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

87. Answering paragraph number 87, denies the allegations contained in this paragraph.

88. Answering paragraph number 88, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

89. Answering paragraph number 89, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

90. Answering paragraph number 90, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

91. Answering paragraph number 91, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

92. Answering paragraph number 92, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

93. Answering paragraph number 93, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

94. Answering paragraph number 94, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

95. Answering paragraph number 95, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

96. Answering paragraph number 96, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

97. Answering paragraph number 97, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

98. Answering paragraph number 98, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

99. Answering paragraph number 99, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

100. Answering paragraph number 100, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

101. Answering paragraph number 101 alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

102. Answering paragraph number 102, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

103. Answering paragraph number 103, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

104. Answering paragraph number 104, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

105. Answering paragraph number 105, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

106. Answering paragraph number 106, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

107. Answering paragraph number 107, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

108. Answering paragraph number 108, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

109. Answering paragraph number 109, admits the allegations contained in this paragraph.

110. Answering paragraph number 110, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

111. Answering paragraph number 111, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

112. Answering paragraph number 112, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

113. Answering paragraph number 113, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

114. Answering paragraph number 114, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

115. Answering paragraph number 115, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

116. Answering paragraph number 116, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

117. Answering paragraph number 117, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

118. Answering paragraph number 118, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

119. Answering paragraph number 119, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

120. Answering paragraph number 120, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

121. Answering paragraph number 121, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

122. Answering paragraph number 122, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

123. Answering paragraph number 123, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

124. Answering paragraph number 124, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

125. Answering paragraph number 125, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

126. Answering paragraph number 126, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

127. Answering paragraph number 127, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

128. Answering paragraph number 128, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

129. Answering paragraph number 129, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

130. Answering paragraph number 130, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

131. Answering paragraph number 131, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

132. Answering paragraph number 132, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

133. Answering paragraph number 133, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

134. Answering paragraph number 134, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

135. Answering paragraph number 135, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

136. Answering paragraph number 136, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

137. Answering paragraph number 137, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

138. Answering paragraph number 138, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

139. Answering paragraph number 139, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

140. Answering paragraph number 140, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

141. Answering paragraph number 141, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

142. Answering paragraph number 142, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

143. Answering paragraph number 143, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

144. Answering paragraph number 144, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

145. Answering paragraph number 145, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

146. Answering paragraph number 146, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

147. Answering paragraph number 147, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

148. Answering paragraph number 148, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

149. Answering paragraph number 149, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

150. Answering paragraph number 150, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

151. Answering paragraph number 151, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

152. Answering paragraph number 152, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

153. Answering paragraph number 153, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

154. Answering paragraph number 154, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

155. Answering paragraph number 155, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

156. Answering paragraph number 156, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

157. Answering paragraph number 157, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

158. Answering paragraph number 158, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

159. Answering paragraph number 159, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

160. Answering paragraph number 160, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

161. Answering paragraph number 161, denies the allegations contained in this paragraph.

162. Answering paragraph number 162, denies the allegations contained in this paragraph.

163. Answering paragraph number 163, denies the allegations contained in this paragraph.

164. Answering paragraph number 164, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

165. Answering paragraph number 165, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

166. Answering paragraph number 166, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

167. Answering paragraph number 167, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

168. Answering paragraph number 168, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

169. Answering paragraph number 169, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

170. Answering paragraph number 170, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

171. Answering paragraph number 171, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

172. Answering paragraph number 172, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

173. Answering paragraph number 173, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

174. Answering paragraph number 174, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

175. Answering paragraph number 175, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

176. Answering paragraph number 176, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

177. Answering paragraph number 177, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

178. Answering paragraph number 178, denies the wastewater treatment plant owned by HOVMSD is a “facility” within the meaning of CERCLA; further answering said paragraph,

denies HOVMSD or its wastewater treatment plant has released PCBs; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

179. Answering paragraph number 179, denies HOVMSD or its wastewater treatment plant has released PCBs; further answering said paragraph, denies the wastewater treatment plant owned by HOVMSD is a facility within the meaning of CERCLA; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

180. Answering paragraph number 180, denies HOVMSD is liable for the Lower Fox River Costs and damages paid to date by API and NCR; further answering said paragraph, denies API and NCR are entitled to recover costs and damages from HOVMSD; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

181. Answering paragraph number 181, denies HOVMSD is liable to API and NCR for any portion of the Lower Fox River Costs and damages allegedly paid by API and NCR; further answering said paragraph, denies that any portion of the Lower Fox River Costs and damages are properly attributable to HOVMSD; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

182. Answering paragraph number 182, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

183. Answering paragraph number 183, denies API and NCR are entitled to recover interest from HOVMSD on the Lower Fox River Costs and damages they have allegedly paid or may pay in the future; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

COUNT II – CLAIM UNDER CERCLA § 113

184. Answering paragraph number 184, HOVMSD repeats, realleges and incorporates herein by reference its answers to paragraphs 1-183 above, as if fully set forth herein.

185. Answering paragraph number 185, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

186. Answering paragraph number 186, denies HOVMSD is liable for any Lower Fox River Costs and damages allegedly paid by API and NCR; further answering said paragraph, denies any Lower Fox River Costs and damages are properly attributable to HOVMSD; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

187. Answering paragraph number 187, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

188. Answering paragraph number 188, denies API and NCR are entitled to recover interest from HOVMSD on the Lower Fox River Costs and damages they have allegedly paid or may pay in the future; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

COUNT III – CLAIM FOR DECLARATORY RELIEF

189. Answering paragraph number 189, HOVMSD repeats, realleges and incorporates herein by reference its answers to paragraphs 1-188 above, as if fully set forth herein.

190. Answering paragraph number 190, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

191. Answering paragraph number 191, denies HOVMSD is liable to API and NCR for any costs and damages arising out of the Lower Fox River Contamination; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

192. Answering paragraph number 192, denies any costs and damages are the responsibility of HOVMSD; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

193. Answering paragraph number 193, denies HOVMSD is liable for any share of the Lower Fox River Costs and damages; further answering said paragraph, alleges a lack of knowledge or information sufficient to form a belief as to the truth of the allegations contained in this paragraph, and, therefore, denies same and puts the plaintiffs to their proof.

AFFIRMATIVE DEFENSES

1. As and for a first and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' damages, if any, are a result of their own acts or omissions, over which HOVMSD has no control.

2. As and for a second and separate affirmative defense, HOVMSD alleges, upon information and belief, that the release or threat of release of a hazardous substance alleged in the Plaintiff's Fifth Amended Complaint and the damages resulting therefrom were caused solely by an act or omission of a third party other than an employee or agent of HOVMSD and other than one whose act or omission occurred in connection with a contractual relationship with HOVMSD; HOVMSD further alleges as part of its second affirmative defense that HOVMSD exercised due care with respect to the hazardous substance concerned, having taken into consideration the characteristics of such hazardous substance, in light of all relevant facts and circumstances, or, in the alternative, that HOVMSD took precautions against foreseeable acts or omissions of any such third party and the consequences that could foreseeably result from such acts or omissions.

3. As and for a third and separate affirmative defense, HOVMSD alleges, upon information and belief, that any and all discharge of waste into the Fox River by HOVMSD was pursuant to a valid Wisconsin Pollutant Discharge Elimination System Permit and was a discharge in compliance with a permit under § 1342 of Title 33.

4. As and for a fourth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the applicable statute of limitations bars the Plaintiffs' claims against HOVMSD for cost recovery under CERCLA § 107(a).

5. As and for a fifth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the applicable statute of limitations bars the Plaintiffs' claims against HOVMSD for contribution under CERCLA § 113(f).

6. As and for a sixth and separate affirmative defense, HOVMSD alleges that it is exempt from liability based upon the provisions of 42 U.S.C. § 9607(o).

7. As and for a seventh and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' claims are barred due to their failure to comply with the National Oil and Hazardous Substances Pollution Contingency Plan.

8. As and for an eighth and separate affirmative defense, HOVMSD alleges that Plaintiffs' Fifth Amended Complaint fails to state a claim upon which relief may be granted.

9. As and for a ninth and separate affirmative defense, HOVMSD alleges, upon information and belief, that Plaintiffs have failed to mitigate their damages.

10. As and for a tenth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs lack standing to pursue some or all of their claims.

11. As and for an eleventh and separate affirmative defense, HOVMSD alleges, upon information and belief, that its discharge of PCBs into the Fox River, if any, was so infinitesimal as to make any allocation of liability to HOVMSD inequitable.

12. As and for a twelfth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' claims are barred by the doctrine of res judicata.

13. As and for a thirteenth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' claims are barred by the doctrine of collateral estoppel.

14. As and for a fourteenth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' claims are barred by the doctrine of unclean hands.

15. As and for a fifteenth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' claims are barred by the doctrine of laches.

16. As and for a sixteenth and separate affirmative defense, HOVMSD alleges, upon information and belief, that the Plaintiffs' claims for response costs are barred in that the alleged environmental harm was caused entirely by the production or reprocessing of carbonless paper in which HOVMSD was neither directly nor indirectly involved and had no control over.

17. As and for a seventeenth and separate affirmative defense, HOVMSD reserves the right to plead additional affirmative defenses as the discovery process continues and as justice so requires.

WHEREFORE, Defendant HOVMSD respectfully demands judgment dismissing Plaintiffs' Fifth Amended Complaint on the merits, with prejudice, and with an award of costs, attorney's fees, and any additional relief the Court deems just and equitable.

Dated this 23rd day of June, 2008.

/s/ Lora L. Zimmer

Lora L. Zimmer

State Bar No. 1047155

Thomas R. Schrimpf

State Bar No. 1018230

Attorneys for Defendant Heart of the Valley
Metropolitan Sewerage District,

HINSHAW & CULBERTSON LLP

100 East Wisconsin Avenue, Suite 2600

Milwaukee, WI 53202-4115

Phone No.: 414-225-4821

Fax No.: 414-276-9220

E-mail Addresses:

lzimmer@hinshawlaw.com

tschrimpf@hinshawlaw.com